

RECORDATION NO. 14165-21
Filed 1425

JUN 28 1985 -12 35 PM

ITEL

INTERSTATE COMMERCE COMMISSION

IteI Rail Corporation

55 Francisco
San Francisco, California 94133
(415) 984-4000
Telex 34234

May 30, 1985

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Bayne:

On behalf of IteI Rail Corporation, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed four executed counterparts of the following document:

Supplement No. 10 to the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982.

Please record this document under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among IteI Corporation, IteI Rail Corporation and First Security Bank of Utah, N.A. which was recorded with the I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Lease Agreement between SSI Rail Corporation and Corinth and Counce Railroad Company dated April 29, 1977 which was filed with the I.C.C. on May 27, 1977 and given Recordation No. 8838 *Cross index*

The names and addresses of the parties to the aforementioned Supplement are:

1. IteI Corporation
55 Francisco Street
San Francisco, California 94133
2. IteI Rail Corporation
55 Francisco Street
San Francisco, California 94133
3. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

The equipment covered by this Supplement is fifty (50) 50'6", 70-ton, XM boxcars bearing reporting marks CCR 6650-6699.

ICC OFFICE OF
THE SECRETARY
JUN 28 12 26 PM '85
MOTOR OPERATING UNIT

*Thank
this will be
14165-U*

Hand signed

C. D. Bayne

Honorable Bayne
May 30, 1985
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Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

Once the filing has been made, please return to the bearer the stamped counterparts of the documents not required for filing purposes, together with the fee receipt and the letter from the I.C.C. acknowledging the filings.

Very truly yours,

A handwritten signature in cursive script, reading "Denise M. Bottarini".

Denise M. Bottarini
Legal Assistant

/vdy/64
encl.

cc: Howard Chabner
Robert Clark
J. Michael Kelly
Virginia Hanger

06/10/85

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**SUPPLEMENT NO. 10 TO THE CONSOLIDATED, INTERSTATE COMMERCE COMMISSION
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 10, dated May 7, 1985, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among FIRST SECURITY BANK OF UTAH, N.A., as Trustee ("Trustee"), ITEL CORPORATION ("Itel") and ITEL RAIL CORPORATION, a Delaware corporation ("Itel Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of November 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 22, 1978 ("1978 Series 3 Equipment Trust") and given recordation number 9932; and

WHEREAS, the 1978 Series 3 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Itel Rail and the NEW ORLEANS PUBLIC BELT RAILWAY ("NOPB") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of June 17, 1977 (such Lease, together with any amendments or supplements thereto, called the "NOPB Lease"), pursuant to which Itel Rail leased to NOPB certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks NOPB 3500 through and including NOPB 4099. Subsequently one unit of Trust Equipment bearing reporting mark NOPB 4080 was destroyed; and

WHEREAS, pursuant to a letter of termination of the NOPB Lease dated July 3, 1984, the NOPB Lease was terminated with respect to certain Equipment including fifty (50) units of Trust Equipment bearing reporting marks from within the series NOPB 3550 through and including NOPB 3974 ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these fifty (50) units of Terminated Trust Equipment to the CORINTH AND COUNCE RAILROAD COMPANY ("CCR") by means of Amendment D dated May 4, 1984 to a Lease dated April 29, 1977 between Itel Rail and CCR; and

WHEREAS, Itel Rail has changed the reporting marks of these fifty (50) units of Terminated Trust Equipment from the previous NOPB reporting marks to the current CCR reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require ITEL Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1F of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous fifty (50) NOPB reporting marks have been changed and remarked with the current fifty (50) CCR reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedules 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

ITEL CORPORATION

By: ASD itri

(Seal)

Attest:

Miss Bursin
Secretary

ITEL RAIL CORPORATION

By: JP Hayes

(Seal)

Attest:

Howard S. Chabon
Asst. Secretary

FIRST SECURITY BANK OF UTAH, N.A.

By: Ken M. Roush
Authorized Officer

(Seal)

Attest:

McClayton
Authorized Officer

EXHIBIT A

CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous NOPB Reporting Marks</u>	<u>Current CCR Reporting Marks</u>
50	NOPB 3778	CCR 6650
	3782	6651
	3790	6652
	3793	6653
	3800	6654
	3801	6655
	3802	6656
	3804	6657
	3811	6658
	3815	6659
	3818	6660
	3823	6661
	3827	6662
	3830	6663
	3833	6664
	3834	6665
	3840	6666
	3845	6667
	3852	6668
	3854	6669
	3859	6670
	3869	6671
	3872	6672
	3874	6673
	3875	6674
	3876	6675
	3879	6676
	3883	6677
	3886	6678
	3889	6679
	3891	6680
	3894	6681
	3897	6682
	3899	6683
	3902	6684
	3903	6685
	3909	6686
	3913	6687
	3919	6688
	3921	6689
	3923	6690
	3924	6691
	3935	6692
	3937	6693
	3939	6694

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of</u> <u>Trust Equipment</u>	<u>Previous</u> <u>NOPB</u> <u>Reporting Marks</u>	<u>Current</u> <u>CCR</u> <u>Reporting Marks</u>
	3944	6695
	3955	6696
	3957	6697
	3959	6698
	3960	6699

ITEL RAIL CORPORATION

By: *DP Hayes*
Authorized Officer

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 20th day of June, 1985, before me personally appeared A.E. Ditrì, to me personally known, who being by me duly sworn says that such person is Chief Operating Officer of Itel Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sherie L. Hurd
Notary Public

My commission expires:

April 6, 1988



STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 14th day of JUNE, 1985, before me personally appeared DESMOND P. HAYES, to me personally known, who being by me duly sworn says that such person is PRESIDENT of Itel Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Christi S. Gronroos
Notary Public

My commission expires:

JUNE 6, 1986



STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

On this 27th day of June, 1985, before me personally appeared Kerrie Roach, to me personally known, who being by me duly sworn says that such person is an authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed and sealed on behalf of said national banking association signed by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Elizabeth M. Webb
Notary Public

My commission expires:

5-31-89